

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 634 7000 Fax 503 684 7553

19920  
19920

February 2, 1996

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of August 31, 1995, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Wheeling & Lake Erie Railway Company  
100 East First Street  
Brewster, Ohio 44613

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3350 through CRLE 3374, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

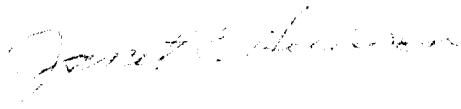
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
February 2, 1996  
Page 2

A short summary of the enclosed primary document to appear in the  
Commission's Index is:

Memorandum of Lease Agreement dated as of August 31, 1995  
between Greenbrier Leasing Corporation, Lessor, and Wheeling &  
Lake Erie Railway Company, Lessee, covering twenty-five (25) 52',  
100-ton gondola railcars with 286,000 pound capacity and 5'6" high  
sides marked and numbered CRLE 3350 through CRLE 3374,  
inclusive.

Sincerely,



Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

2/5/96

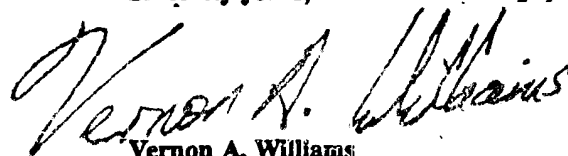
Office Of The Secretary

Janet E. Hudson  
The Greenbrier Companies  
One Centerpointe Drive, Ste.200  
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/5/96 at 2:15PM, and assigned recordation number(s). 19920.

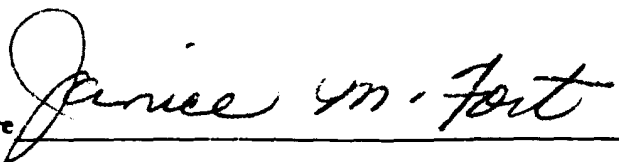
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



1999

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MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

WHEELING & LAKE ERIE RAILWAY COMPANY ("LESSEE")

AUGUST 31, 1995

---

Memorandum of a Loading Agreement made and entered into as of August 31, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Wheeling & Lake Erie Railway Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3350 through CRLE 3374, inclusive.
2. The Loading Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Loading Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.V.P.

WHEELING & LAKE ERIE RAILWAY COMPANY

By: Sh. Wait

LEASE\95\L091551.WLE

*low  
web*

STATE OF OREGON

)  
) ss.  
)

COUNTY OF CLACKAMAS

On this 4<sup>th</sup> day of January, 1995<sup>6</sup>, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Heidi M. Strong  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Ohio

)  
) ss.  
)

COUNTY OF Stark

On this 23<sup>rd</sup> day of December, 1995, before me personally appeared Steven W. Wait, to me personally known, who being by me duly sworn, says that he is the President & COO of WHEELING & LAKE ERIE RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sheryl L. Durant  
NOTARY PUBLIC

My commission expires:

Sheryl L. Durant  
Notary Public, State of Ohio  
My Commission Expires August 29, 1999

LEASE\95\L091551.WLE

**THE  
GREENBRIER  
COMPANIES**

no- # acct #  
The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

February 2, 1996

19920-New

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RECEIVED  
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OFFICE OF RECORDATION